

SIGNED.



1 Daniel P. Collins (State Bar Id. No. 009055)  
2 Alysse M. Medina (State Bar Id. No. 027278) **Dated: April 30, 2010**  
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**JAMES M. MARLAR**  
Chief Bankruptcy Judge

Attorneys for the Debtors/Debtors in Possession

**UNITED STATES BANKRUPTCY COURT**  
**DISTRICT OF ARIZONA**

In re:

TEXAS HILL ENTERPRISES, GP, an  
Arizona general partnership,

Debtor.

**Chapter 11**

**Case No. 0:10-bk-11121-JMM**

**Case No. 0:10-bk-11126-JMM**

(Motion for Joint Administration Pending)

In re:

TEXAS HILL DIAMANTE COOLING,  
L.L.C an Arizona limited liability company

Debtor.

**AMENDED ORDER ALLOWING  
DEBTORS  
TO OBTAIN CREDIT  
PURSUANT TO 11 U.S.C. § 364**

The debtors-in-possession, Texas Hill Enterprises, GP and Texas Hill Diamante Cooling, L.L.C., (collectively, the "Debtors"), having filed their *Motion to Obtain Post-Petition Credit* in the aggregate amount of \$350,000.00 ("Motion"); Farm Credit Services Southwest, PCA ("Farm Credit"), RaboBank, N.A., and Rabo Agrifinance, Inc. (collectively the "Creditors") having filed a response to Debtors' First Day Motions, having evidenced consent to the revised relief from the creditors noted below (as evidenced by the signatures

below); it appearing that adequate and proper notice of the Motion has been given, and that no other or further notice need be provided; and based upon all the proceedings before this Court;

THE COURT FINDS:

A. This Court has jurisdiction over the matters raised in the Motion under 28 U.S.C. §§ 157 and 1334;

B. Venue of this matter is proper under 28 U.S.C. §§ 1408 and 1409;

C. This matter is a core proceeding under 28 U.S.C. § 157(b)(2);

D. The relief as modified in this Order is in the best interests of the Debtors, the respective bankruptcy estates, their creditors, and other parties-in-interest;

E. Adequate and proper notice of the Motion and the hearing on it have been given and no other or further notice is necessary; and

F. Good and sufficient cause exists for granting the relief requested in the Motion as set forth in this Order.

**IT IS ORDERED, ADJUDGED AND DECREED AS FOLLOWS:**

1. Pursuant to 11 U.S.C. § 364, Texas Hill Enterprises, GP is hereby authorized to enter into post-petition financing with Ms. Kristi Ricard in the principal amount not to exceed \$200,000.00 at the rate of 10% per annum from the date the funds are advanced (the "Ricard Financing"). The Ricard Financing is hereby granted an administrative claim against these estates and shall be repaid, after notice and an opportunity for hearing before this Court, on or before July 15, 2010. Ms. Richard, having requested a super priority lien position on the Debtors' existing crops, as reflected in the Motion does not waive such request but, rather fully reserves and preserves her demand for such super-priority lien. However, the Creditors' objections are also fully preserved including Farm Credit's objections to the requested payment date and the Creditors objections regarding any right of Ms. Ricard to seek a superpriority lien for any further portion of the Richard Financing.

1           2.       Pursuant to 11 U.S.C. § 364, Texas Hill Enterprises, GP is hereby authorized to  
2 enter into post-petition financing with Forrest A. Braden in the principal amount not to exceed  
3 \$150,000.00 at the rate of 10% per annum from the date the funds are advanced (the "FA  
4 Braden Financing"). The FA Braden Financing is hereby granted an administrative claim  
5 against these estates and shall be repaid, after notice and an opportunity for hearing before this  
6 Court, on or before July 15, 2010. Farm Credit's objection to the payment date is preserved.

7           3.       Texas Hill Enterprises, GP is authorized to take all actions necessary to  
8 effectuate the relief granted, pursuant to this Order, in accordance with the Motion.

9           4.       A final hearing ("Final Hearing") on the Motion is scheduled for **May 6, 2010, at**  
10 **9:00 a.m.** before this Court. Any party-in-interest may file an objection to the relief sought in  
11 the Motion; provided, however, that such party shall file and serve written objections upon (i)  
12 Texas Hill's counsel, Daniel P. Collins of Collins, May, Potenza, Baran, & Gillespie, P.C., 201  
13 N. Central Avenue, 22<sup>nd</sup> Floor, Phoenix, Arizona 85004-0608; (ii) the United States Trustee,  
14 230 N. First Ave., Suite 204, Phoenix, Arizona 85003; and (iii) the List of the Twenty Largest  
15 Unsecured Creditors; and shall be filed with the Clerk of the U.S. Bankruptcy Court at 230 N.  
16 First Avenue, First Floor, Phoenix, Arizona 85003. If no objections are timely filed, this Court  
17 may enter a final order approving the relief requested by in this Order without further hearing.

18           5.       The Court retains jurisdiction with respect to all matters from or related to the  
19 implementation of this Order.

20           **DATED AND SIGNED ABOVE.**

21  
22           6. Payment to said administrative creditors  
23 shall not be made from the cash  
24 collateral of any creditor secured by  
25 funds, without consent or  
26 court order.

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1 **APPROVED AS TO FORM AND CONTENT:**

2 COLLINS MAY POTENZA BARAN  
3 & GILLESPIE

BRYAN CAVE, LLP

4 By: /s/ Daniel P. Collins

5 Daniel P. Collins  
6 Alysse M. Medina  
Attorneys for Debtors

By: /s/ Edward Zachary (w/permission)

Edward Zachary, Esq.  
Kyle Hirsch, Esq.  
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and Rabo Agrifinance, Inc.

7 RIDENOUR, HIENTON & LEWIS, P.L.L.C.

8  
9 By: /s/ Tamalyn E. Lewis (w/permission)

10 Tamalyn E. Lewis, Esq.  
Attorney for Farm Credit Services Southwest, PCA